FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

119251 OMB APPROVAL

OMB Number: 3235-0076 Expires: November 30, 2001 Estimated average burden hours per form 16.00



Serial

DÀTE RECEIVED

Name of Offering (check if this	is an amendment and name has changed, and in	ndicate change
\$1,150,000 in limited partner units		
Filing Under (Check box(es) that apply):	Rule 504 Rule 505 Rule 5	06 Rule 4(6) ULOE
Type of Filing: New Filing Am	endment	
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about th	e issuer	
Name of Issuer (check if this is an am	endment and name has changed, and indicate ch	nange.)
CNL Retail Investors VIII, Ltd.	-	
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
450 South Orange Avenue, Suite 1200, O	rlando, FL 32801	407-650-1000
Address of Principal Business Operations	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	•	407-650-1000
450 South Orange Avenue, Suite 1200, O	rlando, FL 32801	PROCESSE
Brief Description of Business		
Investment in real property.		Ø OCT 0 1 2002
		9 001 0 1 2002
		THOMSON
Type of Business Organization		_ FINANCIAI
corporation	limited partnership, already formed	other (please specify):
business trust	limited partnership, to be formed	
	Month Year	
Actual or Estimated Date of Incorporation of	or Organization: 08 02	
•	on: (Enter two-letter U.S. Postal Service abbrev	iation for State:
,	CN for Canada; FN for other foreign jurisdi	ction) FL

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. Or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicted on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) James M. Seneff, Jr. (Chairman of CNL Retail Investors, Inc., general partner) Business or Residence Address (Number and Street, City, State, Zip Code) c/o CNL Retail Investors, Inc., 450 South Orange Avenue, Suite 1200, Orlando, FL 32801 Check Box(es) that Apply: □ Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Robert A. Bourne (President of CNL Retail Investors, Inc., general partner) Business or Residence Address (Number and Street, City, State, Zip Code) c/o CNL Retail Investors, Inc., 450 South Orange Avenue, Suite 1200, Orlando, FL 32801 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Beneficial Owner General and/or Check Box(es) that Apply: Promoter Executive Officer Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	····				B. I	NFORMA	ATION AI	SOUT OFF	ERING				
1.													
	Answer also in Appendix, Column 2, if filing under ULOE												
2.	What is the minimum investment that will be accepted from any individual: \$12,500												
3.	Yes No Does the offering permit joint ownership of a single unit?												
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any												
	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Ful	Name ((Last nan	ne first,	if individu	al)								
		ities Co											
Bus	iness or	Residen	ce Addr	ess (Numb	er and Stree	et, City, St	ate, Zip Co	ode)					
					Florida 32	2801	<u></u>						
				or Dealer				·					
Stat					icited or Int		licit Purch	asers				A 11 6	
[AL		Ali Sta AK]		neck man	/idual States [CA]⊠	(CO)	[CT]⊠	[DE]	[DC]	[FL]	[GA][X]	[HI]	States [ID]⊠
[IL]	I] 🔯	IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	$[MN]\overline{\boxtimes}$	[MS]	[MO]
[M] [RI]	-	NE] SC]	[NV] [SD]	[NH]⊠ [TN]	[NJ]⊠ [TX]	[NM] [UT]	[NY] \[\text{NY}]	[NC] [VA]	[ND] [WA]⊠	[OH]⊠ [WV]	[OK] [WI]⊠	[OR] [WY]	[PA]⊠ [PR]
				if individu		[01]	[1 1]	[VA]	[WA]	[11 4]	[WI]	[WI]	[I K]
Bus	iness or	Residen	ce Addr	ess (Numb	er and Stree	et, City, St	ate, Zip Co	ode)					
Nar	ne of As	sociated	Broker	or Dealer							<u></u>		
Stat					icited or Int			asers					
[AL		: "All Sta AK]	tes" or o	heck indiv [AR]	idual States [CA]	s) [CO]	[CT]	[DE]	[DC]	[FL]	[GA]	∏ All S [HI]	States [ID]
	-	IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M]	[1]	NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]		SC]	[SD]	[TN] if individu	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
1 41	i i tuille ((Dast Hull	ne msi,	ii marvida	u1)								
Bus	iness or	Residen	ce Addr	ess (Numb	er and Stree	et, City, St	ate, Zip Co	ode)			-,		
Nar	ne of As	ssociated	Broker	or Dealer									
												- · · · · ·	
Stat					icited or Int idual States		licit Purch	asers					States
[AL	.] [/	AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		IN] NEI	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M]]	[MN]	[MS]	[MO]
[M] [RI]		NE] SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
		•							this sheet.			. ,	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		A	A	
	Type of Security		Aggregate ffering Price	An	nount Already Sold
	Debt	\$	0	\$	0
	Equity	\$	0	\$	0
	Common Preferred				
	Convertible Securities (including warrants)	\$	0	\$	0
	Partnership Interests	\$	1,150,000	\$	435,000
	Other (Specify)	\$	0	\$	0
	Total	\$	1,150,000	\$	435,000
	Answer also in Appendix, Column 3, if filing under ULOE.	Ψ	1,120,000	Ψ	155,000
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				Aggregate
			Number Investors	D	ollar Amount of Purchases
	Accredited Investors		11	\$	435,000
	Non-accredited Investors		0	\$	0
	Total (for filings under Rule 504 only)			\$	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1				
			Type of	D	ollar Amount
	Type of offering		Security		Sold
	Rule 505			\$.	
	Regulation A			\$.	
	Rule 504			\$	
	Total			\$.	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fee			\$	0
	Printing and Engraving Costs		\boxtimes	\$	7,000*
	Legal Fees		\boxtimes	\$	28,000*
	Accounting Fees			\$	0
	Engineering Fees			\$	0
	Sales Commissions (specify finders' fees separately)		\boxtimes	\$	80,500*
	Other Expenses (identify) (Marketing expenses; blue sky filing fees & misc.)		\boxtimes	\$	16,750*
	Total		\boxtimes	\$	132,750*
*	Fo be paid from general partnership's capital contribution and not from offering proceeds.	•		~	102,700

1111	entional misstatements or omissions of fa	E. STATE SIGNATURE	s. (See 16 U.S.C. 1001.)
	antional misstatements or emissions of fi	ATTENTION	c (See 18 II S.C. 1001)
Ro	bert A. Bourne	As President of CNL Retail Partners, Inc	., general partner
	me of Signer (Print or Type)	Title of Signer (Print or Type)	
	IL Retail Investors VIII, Ltd.		September 19, 2002
the wr 50	e issuer has duly caused this notice to be signed following signature constitutes an undertaking itten request of its staff, the information furnished. 2. uer (Print or Type)	by the issuer to furnish to the U.S. Securiti	es and Exchange Commission, upon
_		D. FEDERAL SIGNATURE	
	Total Payments Listed (column totals added	d)	\$1,017,750
	Column Totals		∑ \$ 987,750 ∑ \$ 30,000
	Other (specify): Loan closing costs (intangible taxes, loan c	(e.g., professional reports, title insurance, commitment fee)	∑ \$ 10,000 ∑ \$ 30,000
	•		\$
	• •		\$ \$
		the assets or securities of another issuer	ss
		and facilities	 \$
	Purchase, rental or leasing and installation	of machinery and equipment	
	Purchase of real estate		
	Salaries and fees		Payments to Officers, Directors, & Payments To Affiliates Others \$\Boxed{\Boxes}\$ \Boxed{\Boxes}\$
5.	Indicate below the amount of the adjusted gross used for each of the purposes shown. If the am estimate and check the box to the left of the estimate adjusted gross proceeds to the issuer above.	nount for any purpose is not known, furnish a stimate. The total of the payments listed must	n st b
	b. Enter the difference between the aggregate Question 1 and total expenses furnished in resp is the "adjusted gross proceeds to the issuer."	ponse to Part C - Question 4.a. This difference	e \$ 1,017,750
	1 70	00 1 1 1 1 1 0	

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions Yes or such rule?

See Appendix, Column 5 for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date				
CNL Retail Investors VIII, Ltd.	fl.	September 19,2002				
Name (Print or Type)	Title (Print or Type)	1				
Robert A. Bourne	President of CNL Retail Partners,	President of CNL Retail Partners, Inc., general partner				

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	to non-	2 and to sell accredited bors in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA	\boxtimes		Limited Partner Units \$1,150,000.00						\boxtimes
СО				-					
СТ	\boxtimes		Limited Partner Units \$1,150,000.00	2	\$100,000.00	0	N/A		\boxtimes
DE									
DC									
FL	\boxtimes		Limited Partner Units \$1,150,000.00						\boxtimes
GA	\boxtimes		Limited Partner Units \$1,150,000.00						\boxtimes
HI									
ID	\boxtimes		Limited Partner Units \$1,150,000.00	1	\$25,000.00	0	N/A		\boxtimes
IL	\boxtimes		Limited Partner Units \$1,150,000.00	1	\$25,000.00	0	N/A		\boxtimes
IN									
JA									
KS			Limited Partner Units \$1,150,000.00	1	\$25,000.00	0	N/A		\boxtimes
KY									
LA									
ME									
MD									
MA									
MI									
MN	\boxtimes		Limited Partner Units \$1,150,000.00						
MS									
МО						_			
MT									

APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
NE										
NV										
NH	\boxtimes		Limited Partner Units \$1,150,000.00						\boxtimes	
NJ	\boxtimes		Limited Partner Units \$1,150,000.00						\boxtimes	
NM										
NY	\boxtimes		Limited Partner Units \$1,150,000.00						\boxtimes	
NC		_								
ND										
ОН	\boxtimes		Limited Partner Units \$1,150,000.00	1	\$50,000.00	0	N/A		\boxtimes	
OK										
OR										
PA	\boxtimes		Limited Partner Units \$1,150,000.00	5	\$210,000.00	0	N/A		\boxtimes	
RI										
SC										
SD			Ç.,							
TN										
TX										
UT										
VT										
VA			Y 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1							
WA	\boxtimes		Limited Partner Units \$1,150,000.00							
wv										
WI	\boxtimes		Limited Partner Units \$1,150,000.00							
WY								,		
PR										